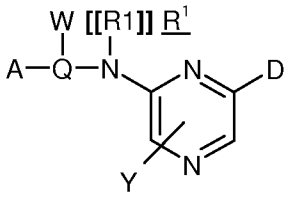
CLAIM AMENDMENTS

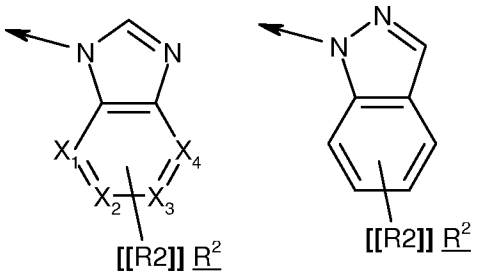
1. (currently amended): A compound of ~~the general~~ formula (I)



I

or pharmaceutically acceptable ~~prodrugs,~~ salts, hydrates, solvates, crystal forms or diastereomers thereof, wherein:

D is a heterocyclic ring selected from:



where X_1, X_2, X_3, X_4 are optionally substituted carbon, or one of X_1, X_2, X_3, X_4 is nitrogen and the rest optionally substituted carbon;

[[R2]] R^2 is 0-3 substituents independently ~~chosen from H,~~ selected from the group consisting of halogen, C_{1-4} alkyl, CF_3, OCF_3, $OCHF_2$, CN, aryl, hetaryl, C_{1-4} alkylOH, ~~C_{1-4}alkylNR3R4~~ C_{1-4}alkylNR^3R^4, C_{1-4}alkylhetaryl, OC_{1-4} alkyl, ~~OC_{1-4}alkylNR3R4~~ OC_{1-4}alkylNR^3R^4, OC_{1-4}alkylhetaryl, OC_{1-4} alkylOH, ~~CO_2R3, CONR3R4, NR3R4~~ CO_2R^3, $CONR^3R^4$, NR^3R^4, nitro, ~~NR3COR4, NR5CONR3R4, NR3SO_2R4, C_{1-4}alkylNR3COR4, C_{1-4}alkylNR5CONR3R4, C_{1-4}alkylNR3SO_2R4~~ NR^3COR^4, $NR^5CONR^3R^4$, $NR^3SO_2R^4$, C_{1-4}alkylNR^3COR^4, C_{1-4}alkyl$NR^5CONR^3R^4$ and C_{1-4}alkyl$NR^3SO_2R^4$;

[[R3, R4]] R^3, R^4 are each independently H, C_{1-4} alkyl, C_{1-4}alkylOH, ~~C_{1-4}alkylNR19R20~~ C_{1-4}alkyl$NR^{19}R^{20}$, C_{1-4} alkyl cycloalkyl, ~~C_{1-4}~~ C_{3-8} cyclohetalkyl, aryl, C_{1-4} alkylaryl, hetaryl, or C_{1-4} alkylhetaryl, or may be joined to form an optionally substituted 3-8 membered (saturated or unsaturated) ring optionally containing an atom selected from O, S**[[**, NR6]] and NR^6;

and **[[**R5]] R^5 is ~~selected from~~ H, C_{1-4} alkyl, aryl or hetaryl;

[[R6]] R^6 is selected from the group consisting of H, C_{1-4} alkyl, ~~C_{1-4}alkylNR19R20~~ C_{1-4}alkyl$NR^{19}R^{20}$, aryl, hetaryl, C_{1-4} alkyl aryl[[,]] and C_{1-4} alkyl hetaryl;

~~R19, R20~~ R^{19}, R^{20} are each independently ~~selected from H,~~ H or C_{1-4}alkyl;

[[R1]] R^1 is H, C_{1-4} alkyl, C_{1-6} cycloalkyl, or may form a 5-8 membered ring onto the ortho position of ring A;

~~Q is a bond, CH, C_{1-4} alkylene;~~

A is aryl[[,]] or hetaryl optionally substituted with 0-3 substituents independently ~~chosen~~ selected from the group consisting of halogen, C_{1-4} alkyl, CF_3, OCF_3, CN, [[NR8R9]] NR^8R^9, aryl, hetaryl, C_{1-4}aryl, C_{1-4}hetaryl, ~~C_{1-4} alkylNR8R9, OC_{1-4} alkylNR8R9~~ C_{1-4} alkylNR^8R^9, OC_{1-4} alkylNR^8R^9, nitro, ~~NR10C_{1-4}NR8R9, NR8COR9, NR10CONR8R9, NR8SO_2R9, CONR8R9, CO_2R8~~ $NR^{10}C_{1-4}NR^8R^9$, NR^8COR^9, $NR^{10}CONR^8R^9$, $NR^8SO_2R^9$, $CONR^8R^9$ and CO_2R^8;

~~R8 and R9~~ R^8 and R^9 are each independently H, C_{1-4} alkyl, aryl or together form an optionally substituted 4-8 membered ring which may contain a heteroatom selected from O, S[[, NR11]] and NR^{11};

~~R10 is selected from H,~~ R^{10} is H or C_{1-4} alkyl;

~~R11 is selected from H,~~ R^{11} is H or C_{1-4} alkyl;

Q is CH or trivalent alkylene; and

W is ~~selected from~~ H, C_{1-4}alkyl, or C_{2-6}alkenyl or may form a 5-8 membered ring onto the ortho position of ring A; where C_{1-4}alkyl or C_{2-6}alkenyl may be optionally substituted with C_{1-4}alkyl, OH, OC_{1-4}alkyl[[, NR12R13]] or $NR^{12}R^{13}$;

~~R12, and R13~~ R^{12} and R^{13} are each independently H, C_{1-4}alkyl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from O, S[[, NR14]] and NR^{14};

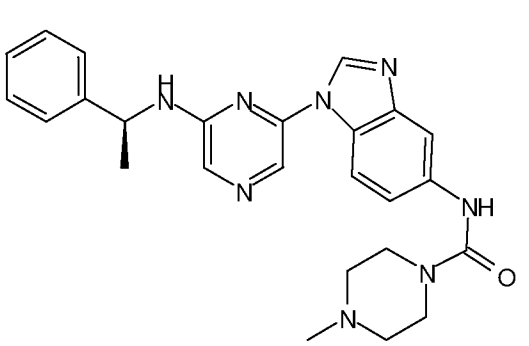
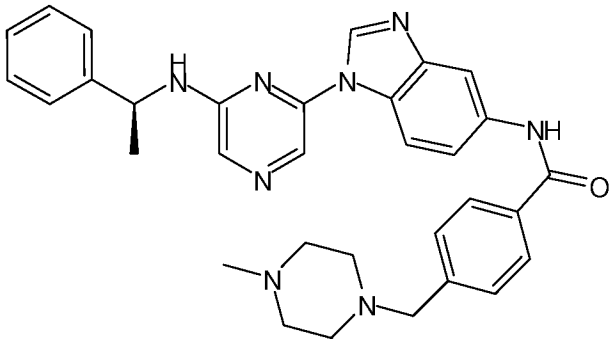
~~R14 is selected from H,~~ R^{14} is H or C_{1-4} alkyl; or

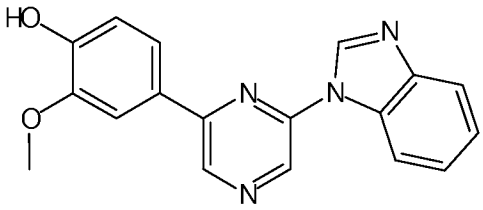
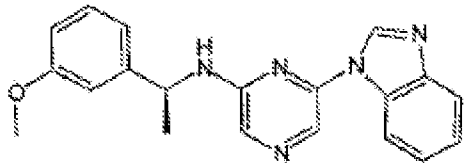
Q and W are absent;

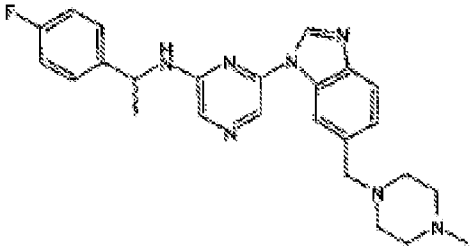
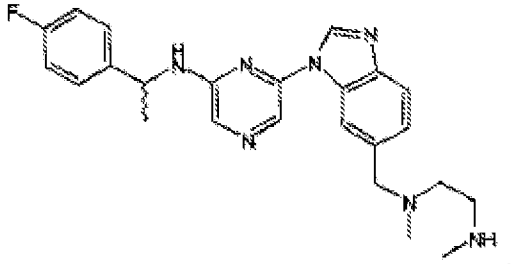
Y is 0-2 substituents selected from H, C_{1-4} alkyl, ~~NR15R16~~ $NR^{15}R^{16}$;

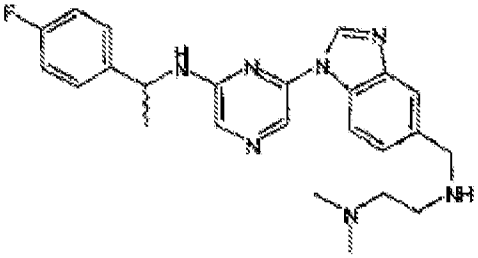
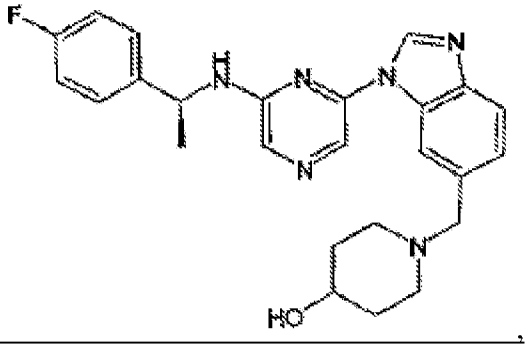
~~R15 and R16~~ R^{15} and R^{16} are independently ~~selected from H,~~ H or C_{1-4}alkyl; or

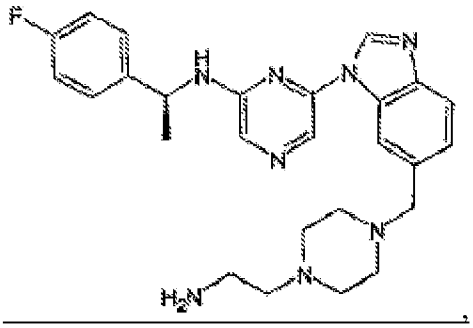
a compound selected from a group consisting of:


,

,


,

,

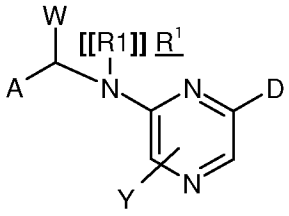

,

,


,

,



and pharmaceutically acceptable salts, hydrates, solvates, crystal forms or diastereomers thereof.

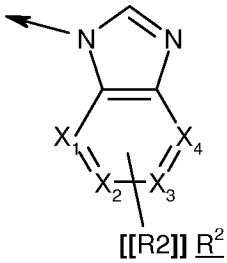
2. (currently amended): A compound according to formula (I) of claim 1, wherein the compound is ~~selected from compounds~~ of ~~the general~~ formula (II):



II

or pharmaceutically acceptable ~~prodrugs,~~ salts, hydrates, solvates, crystal forms or diastereomers thereof, wherein:

D is a heterocyclic ring ~~selected from~~ of the formula:



where X_1, X_2, X_3, X_4 are optionally substituted carbon, or one of X_1, X_2, X_3, X_4 is N and the rest optionally substituted carbon;

[[R2]] R^2 is 0-3 substituents independently ~~chosen from H,~~ selected from the group consisting of halogen, C_{1-4} alkyl, CF_3, OCF_3, $OCHF_2$, CN, aryl, hetaryl, C_{1-4} alkylOH, ~~C_{1-4}alkylNR3R4~~ C_{1-4}alkylNR^{3}R^4, C_{1-4}alkylhetaryl, OC_{1-4} alkyl, ~~OC_{1-4}alkylNR3R4~~

$OC_{1-4}alkylNR^3R^4$, OC_{1-4}alkylhetaryl, OC_{1-4} alkylOH, ~~CO_2R3, CONR3R4, NR3R4~~ CO_2R^3, $CONR^3R^4$, NR^3R^4, nitro, ~~NR3COR4, NR5CONR3R4, $NR3SO_2R4$, C_{1-4}alkylNR3COR4, C_{1-4}alkylNR5CONR3R4, C_{1-4}alkylNR3SO_2R4~~ NR^3COR^4, $NR^5CONR^3R^4$, $NR^3SO_2R^4$, $C_{1-4}alkylNR^3COR^4$, $C_{1-4}alkylNR^5CONR^3R^4$ and $C_{1-4}alkylNR^3SO_2R^4$;

[[R3, R4]] R^3, R^4 are each independently H, C_{1-4} alkyl, C_{1-4}alkylOH, ~~C_{1-4}alkylNR19R20~~ $C_{1-4}alkylNR^{19}R^{20}$, C_{1-4} alkyl cycloalkyl, ~~C_{1-4}~~ C_{3-8} cyclohetalkyl, aryl, C_{1-4} alkylaryl, hetaryl, or C_{1-4} alkylhetaryl, or may be joined to form an optionally substituted 3-8 membered (saturated or unsaturated) ring optionally containing an atom selected from O, S**[[**, NR6]] and NR^6;

and **[[**R5]] R^5 is ~~selected from~~ H, C_{1-4} alkyl, aryl or hetaryl;

[[R6]] R^6 is selected from the group consisting of H, C_{1-4} alkyl, ~~C_{1-4}alkylNR19R20~~ $C_{1-4}alkylNR^{19}R^{20}$, aryl, hetaryl, C_{1-4} alkyl aryl, and C_{1-4} alkyl hetaryl;

[[R19, R20]] R^{19}, R^{20} are each independently ~~selected from H,~~ H or C_{1-4}alkyl;

[[R1]] R^1 is H, C_{1-4} alkyl, C_{1-6} cycloalkyl, or may form a 5-8 membered ring onto the ortho position of ring A;

A is aryl, hetaryl optionally substituted with 0-3 substituents independently ~~chosen~~ selected from the group consisting of halogen, C_{1-4} alkyl, CF_3, OCF_3, CN, ~~NR8R9~~ NR^8R^9, aryl, hetaryl, C_{1-4}aryl, C_{1-4}hetaryl, ~~C_{1-4} alkylNR8R9, OC_{1-4} alkylNR8R9~~ C_{1-4} $alkylNR^8R^9$, OC_{1-4} $alkylNR^8R^9$, nitro, ~~NR10C_{1-4}NR8R9, NR8COR9, NR10CONR8R9, NR8SO_2R9, CONR8R9, CO_2R8~~ $NR^{10}C_{1-4}NR^8R^9$, NR^8COR^9, $NR^{10}CONR^8R^9$, $NR^8SO_2R^9$, $CONR^8R^9$ and CO_2R8;

~~R8 and R9~~ R^8 and R^9 are each independently H, C_{1-4} alkyl, aryl or together form an optionally substituted 4-8 membered ring which may contain a heteroatom selected from O, S**[[**, NR11]] and NR^{11};

~~R10 is selected from H,~~ R^{10} is H or C_{1-4} alkyl;

~~R11 is selected from H,~~ R^{11} is H or C_{1-4} alkyl;

W is selected from the group consisting of H, C_{1-4}alkyl, and C_{2-6}alkenyl or may form a 5-8 membered ring onto the ortho position of ring A; where C_{1-4}alkyl or C_{2-6}alkenyl may be optionally substituted with C_{1-4}alkyl, OH, OC_{1-4}alkyl**[[**, NR12R13]] and $NR^{12}R^{13}$;

~~R12, and R13~~ R^{12} and R^{13} are each independently H, C_{1-4}alkyl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from O, S[[, NR14]] and NR^{14};

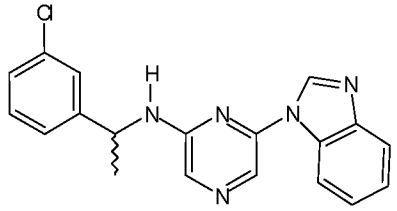
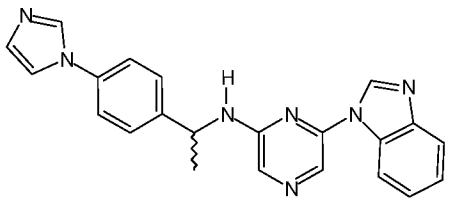
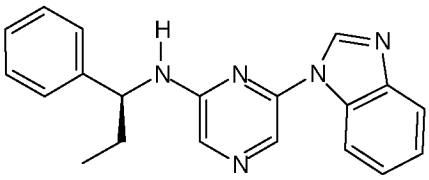
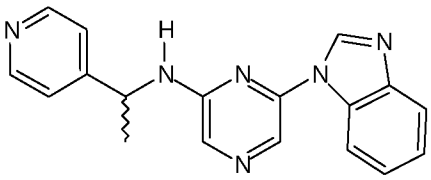
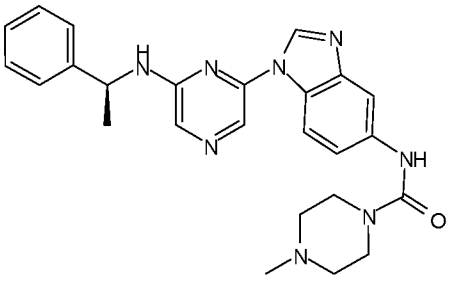
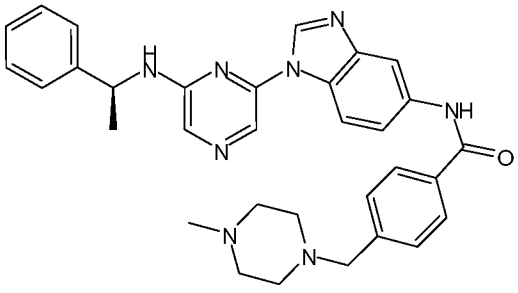
~~R14 is selected from H,~~ R^{14} is H or C_{1-4} alkyl;

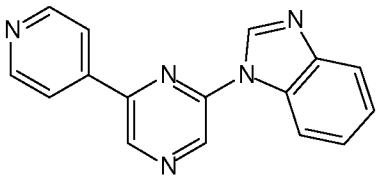
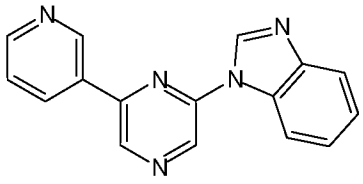
Y is 0-2 substituents selected from the group consisting of H, C_{1-4} alkyl[[, NR15R16]] and $NR^{15}R^{16}$;

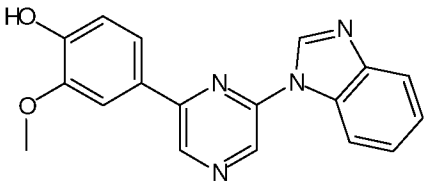
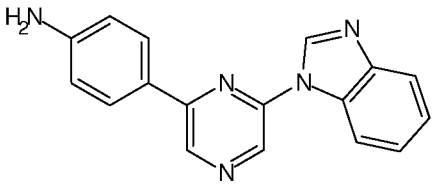
~~R15 and R16~~ R^{15} and R^{16} are independently ~~selected from H,~~ H or C_{1-4}alkyl; and

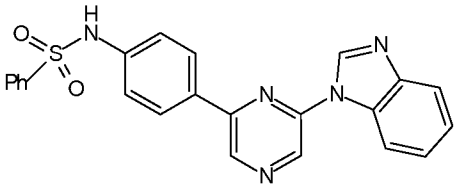
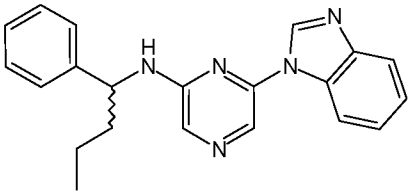
a pharmaceutically acceptable salt, hydrate, solvate, crystal form or diastereomer thereof.

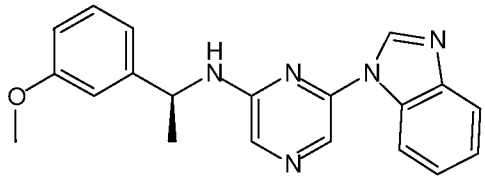
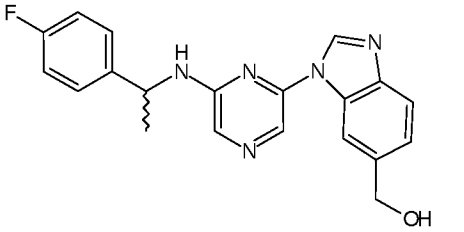
3. (currently amended): A compound selected from the group consisting of:

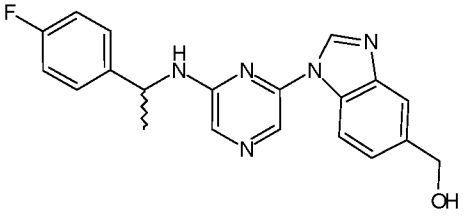
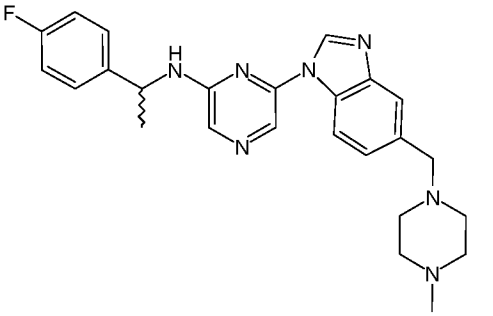

,

,

,

,

,

,


,

,


,

,

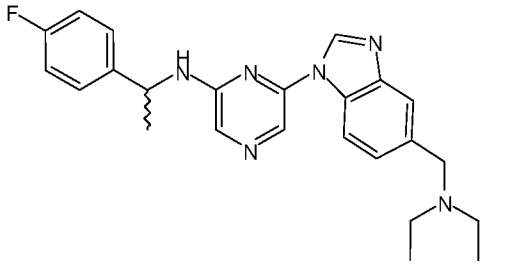
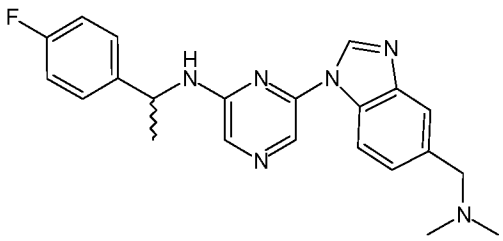
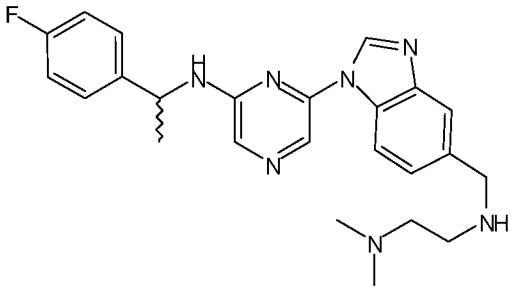
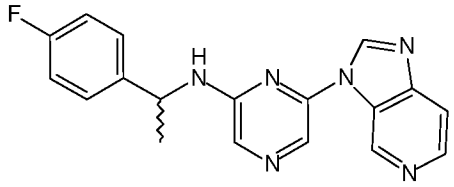
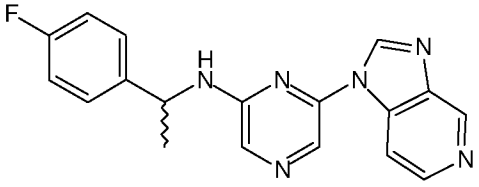
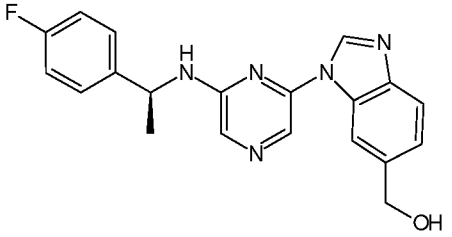
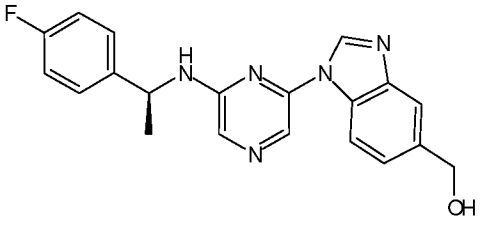
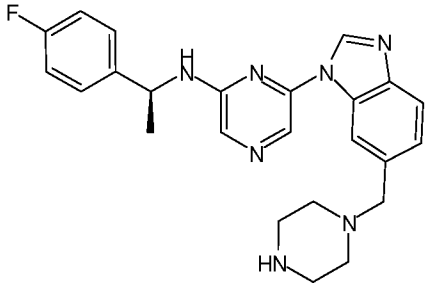

,

,

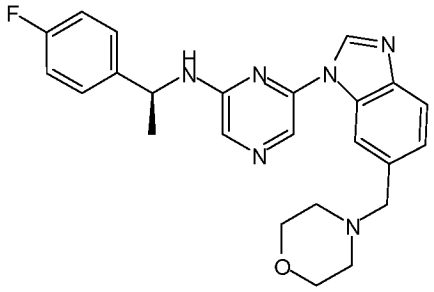
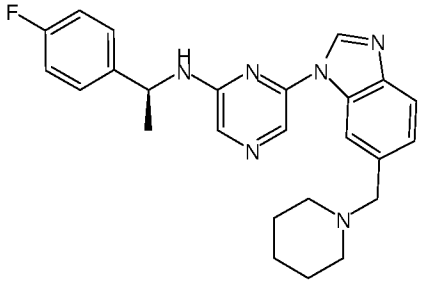
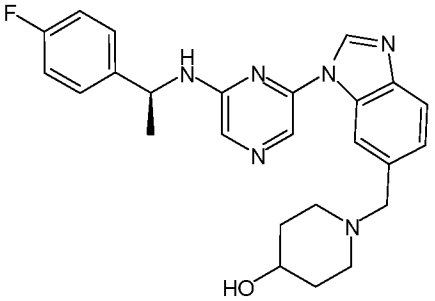
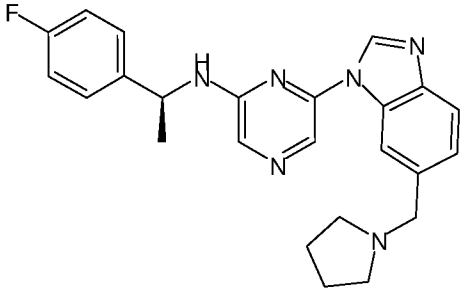
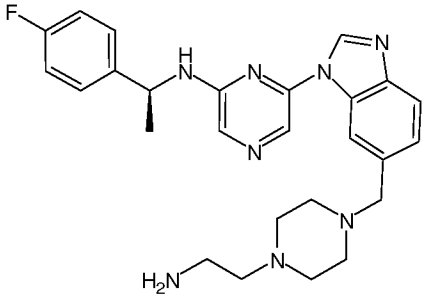
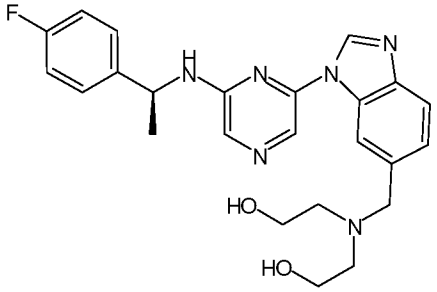
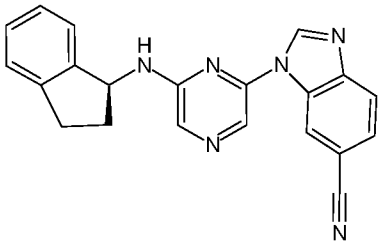
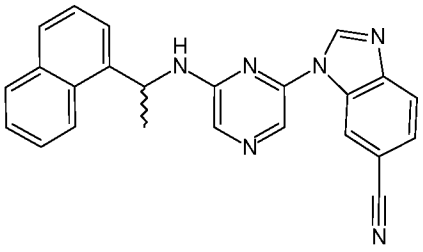

,

,

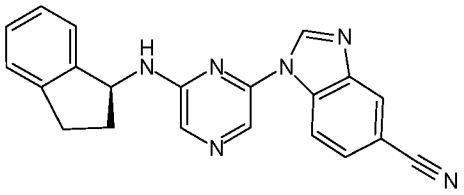
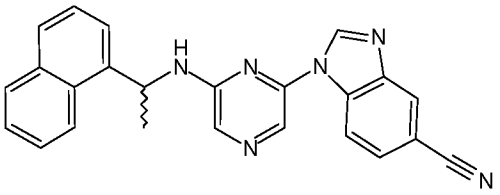
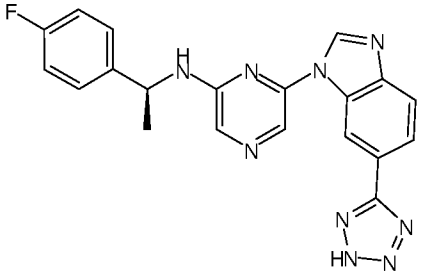
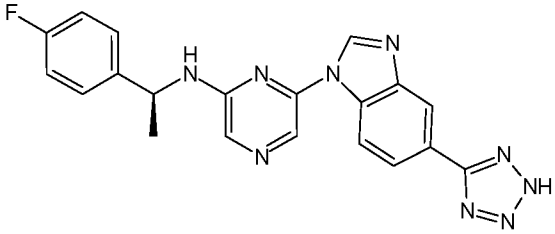
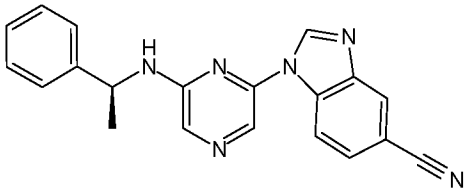
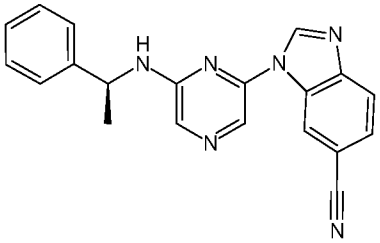
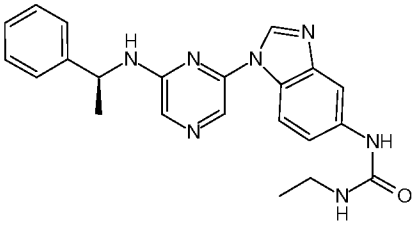
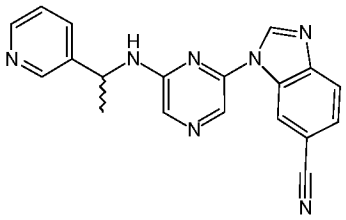
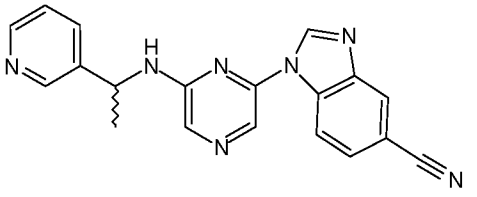
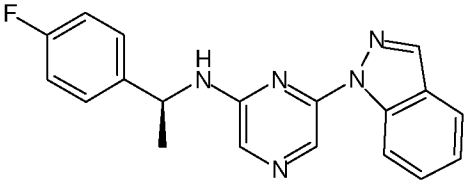

,

,

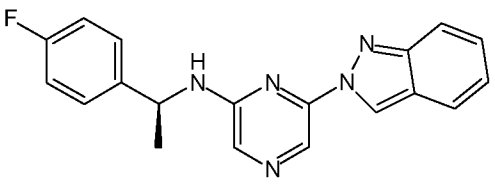
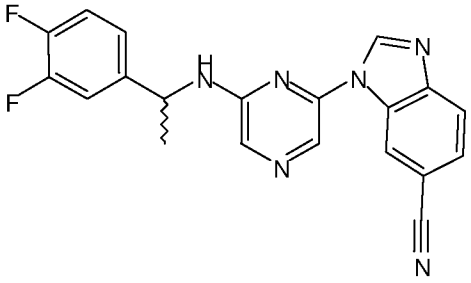
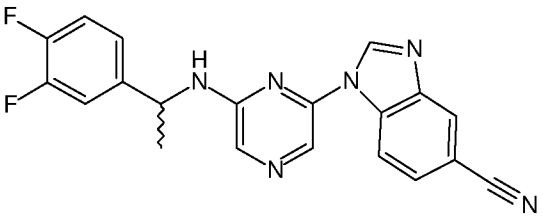
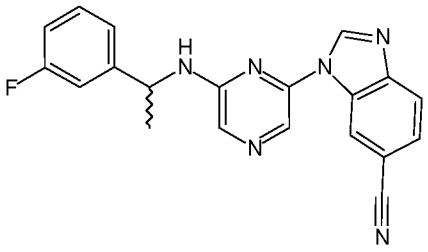
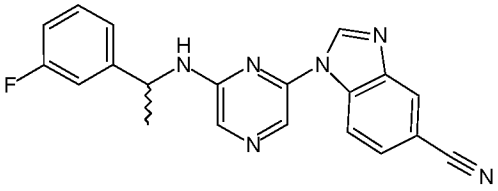
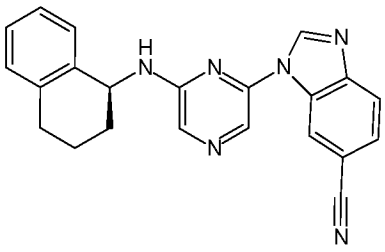
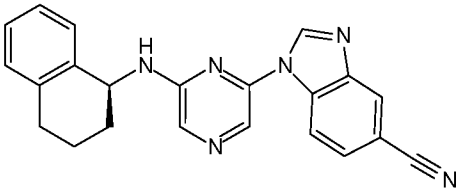
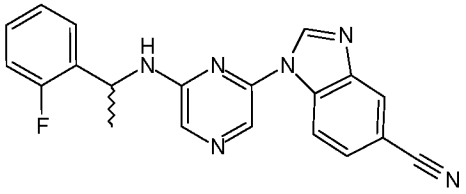
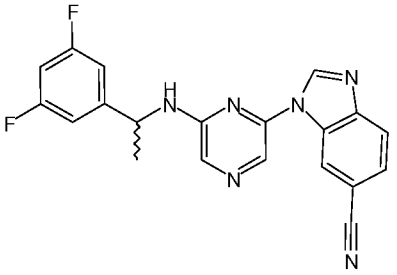
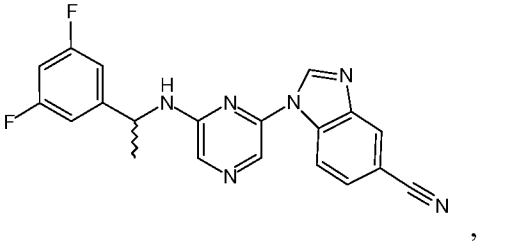
,

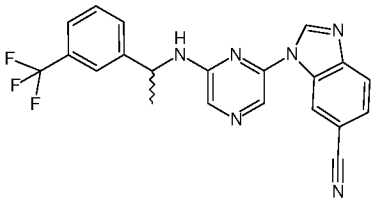
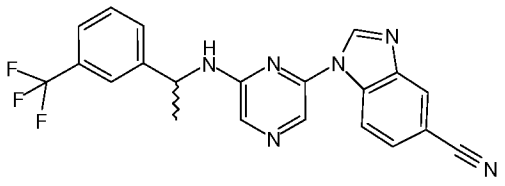
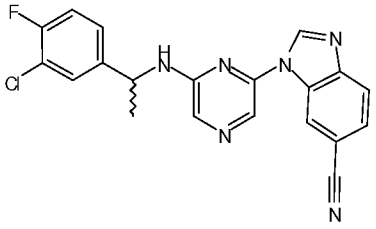
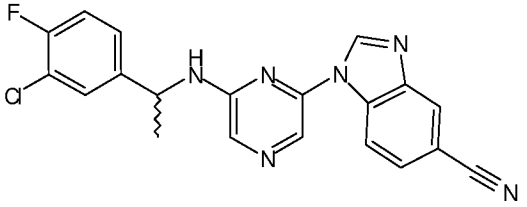
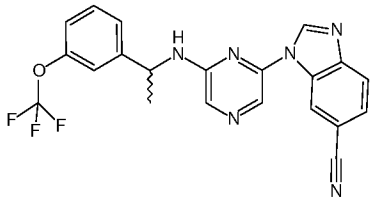
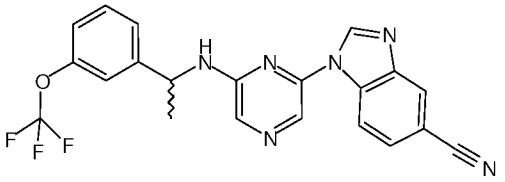
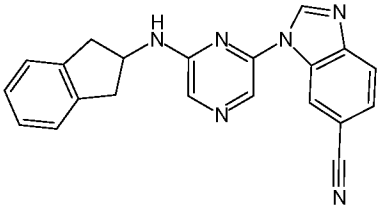
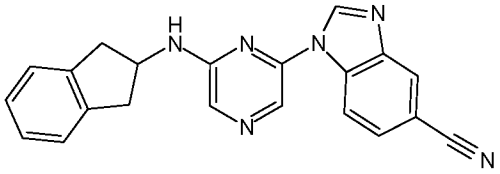
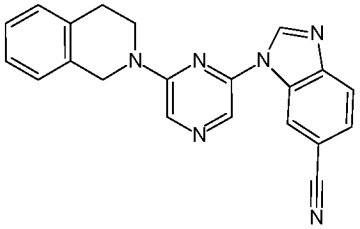
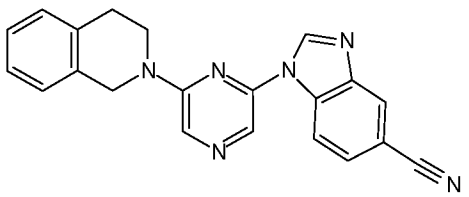
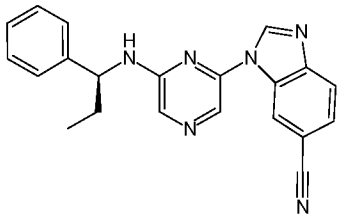
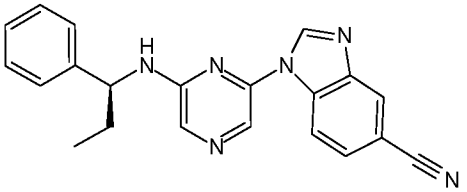
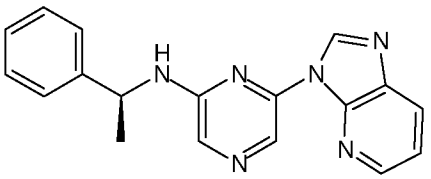
,

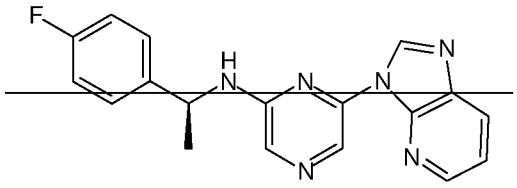
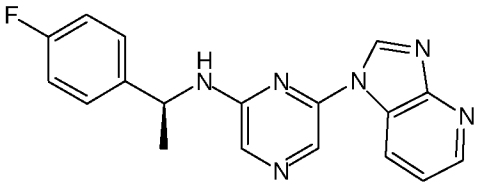
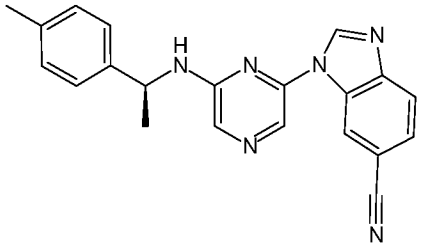
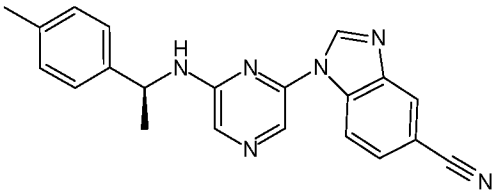
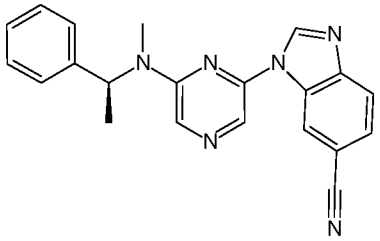
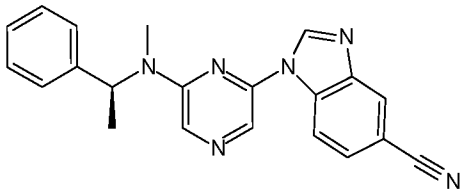
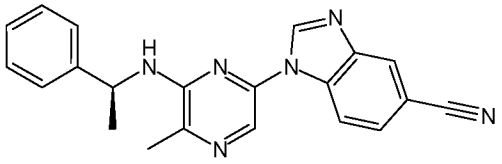
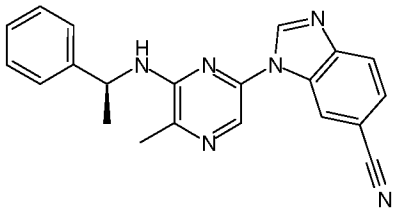
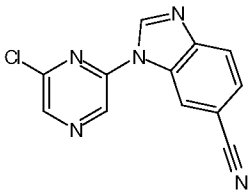
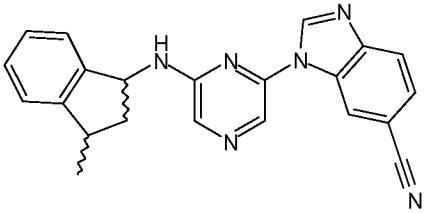
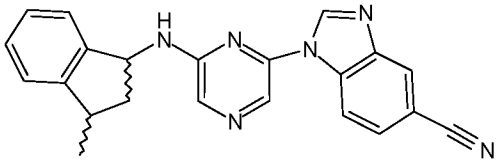

,

,

,

,

,

,

,

,

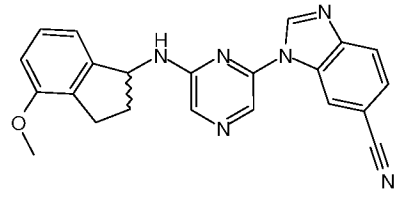
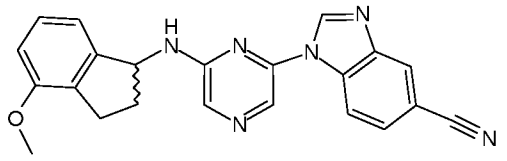
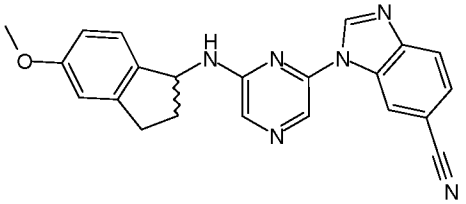
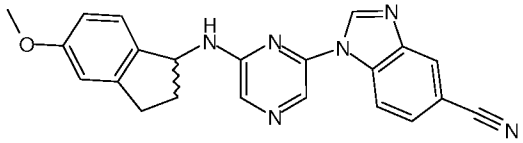
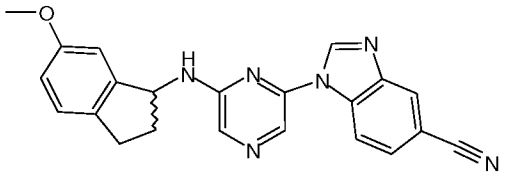
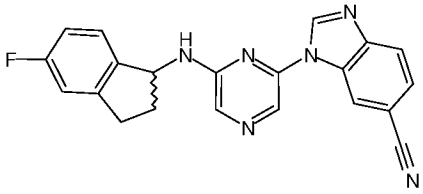
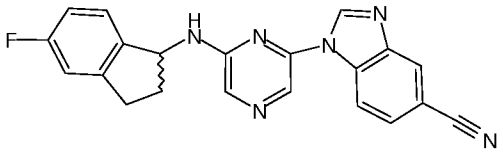
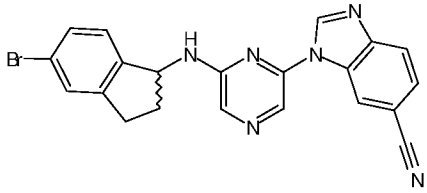
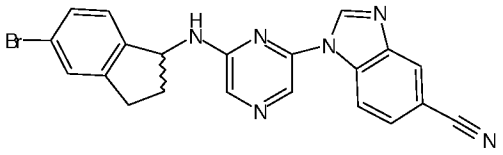
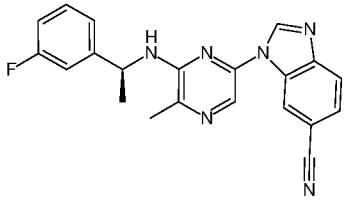
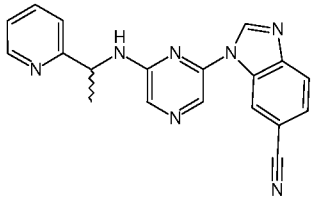
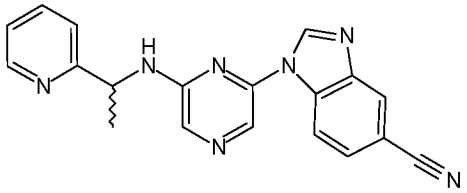

,

,

,

,

,

,

,

,


,

,

,

,

,

,

,

,

,

,


,

,

,

,

,

,

,

,

,

,


,

,

,

,

,

,

,

,

,

,

,

,

,


,

,

,

,

,

,

,

,

,

,

,


,

,

,

,

,

,

,

,

,

,

and


or pharmaceutically acceptable salts, hydrates, solvates, crystal forms or diastereomers thereof.

4. (currently amended): A compound according to formula (I) of claim 1 selected from the group consisting of

6-(1H-Benzimidazol-1-yl)-N-benzylpyrazin-2-amine,

6-(1H-Benzimidazol-1-yl)-N-[(1R)-1-phenylethyl]pyrazin-2-amine,

6-(1H-Benzimidazol-1-yl)-N-[(1S)-1-phenylethyl]pyrazin-2-amine,

1-(6-{[1-(3-Fluorophenyl)ethyl]amino}pyrazin-2-yl)-1H-benzimidazole-5-carboxamide,

1-(6-{[1-(3-Fluorophenyl)ethyl]amino}pyrazin-2-yl)-1H-benzimidazole-6-carboxamide,

1-(6-{[1-(3-Fluorophenyl)ethyl]amino}pyrazin-2-yl)-1H-benzimidazole-6-carbonitrile,

1-[6-(3,4-Dihydroisoquinolin-2(1H)-yl)pyrazin-2-yl]-1H-benzimidazole-5-carbonitrile,

1-[6-(3,4-Dihydroisoquinolin-2(1H)-yl)pyrazin-2-yl]-1H-benzimidazole-6-carbonitrile,

1-{6-[(1S)-1,2,3,4-Tetrahydronaphthalen-1-ylamino]pyrazin-2-yl}-1H-benzimidazole-5-carbonitrile,

1-{6-[(1S)-1,2,3,4-Tetrahydronaphthalen-1-ylamino]pyrazin-2-yl}-1H-benzimidazole-6-carbonitrile,

1-(6-{[(1S)-1-Phenylethyl]amino}pyrazin-2-yl)-1H-benzimidazol-5-amine,

1-(6-{[(1S)-1-Phenylethyl]amino}pyrazin-2-yl)-1H-benzimidazol-6-amine,

N-[1-(6-{[(1S)-1-Phenylethyl]amino}pyrazin-2-yl)-1H-benzimidazol-6-yl]-2,2-dimethylpropanamide,

N-[1-(6-{[(1S)-1-Phenylethyl]amino}pyrazin-2-yl)-1H-benzimidazol-5-yl]acetamide,

N-[1-(6-{[(1S)-1-Phenylethyl]amino}pyrazin-2-yl)-1H-benzimidazol-5-yl]methanesulfonamide,

2-(S-α-Methylbenzylamino)-6-(5-(N-methylpiperazin-4-yl-methyl)-benzimidazo-1-yl)-pyrazine,

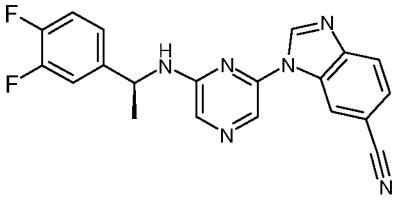
[1-(6-{[1-(4-Fluorophenyl)ethyl]amino}pyrazin-2-yl)-1H-benzimidazol-5-yl]methanol,

[1-(6-{[1-(4-Fluorophenyl)ethyl]amino}pyrazin-2-yl)-1H-benzimidazol-6-yl]methanol, and

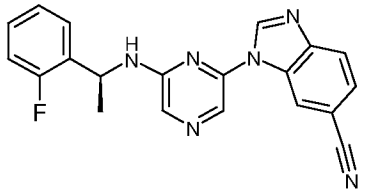
N-[1-(4-Fluorophenyl)ethyl]-6-{6-[(4-methylpiperazin-1-yl)methyl]-1H-benzimidazol-1-yl}pyrazin-2-amine, and

a pharmaceutically acceptable salt, hydrate, solvate, crystal form or diastereomer thereof.

5. (currently amended): The compound of claim 3, wherein said compound is:



or



or a pharmaceutically acceptable ~~prodrug,~~ salt, hydrate, solvate, crystal form or diastereomer thereof.

6. (canceled)

7. (currently amended): A composition comprising a carrier and at least one compound according to ~~claim 3~~ claim 1.

8. (currently amended): A method of treating ~~a tyrosine kinase associated disease state~~ leukemia or lymphoma in a subject, the method comprising administering a therapeutically effective amount of a compound according to ~~claim 3~~ claim 1 or a pharmaceutical composition thereof.

9-12. (canceled)

13. (previously presented): The compound of claim 1, wherein Y is 1-2 substituents.

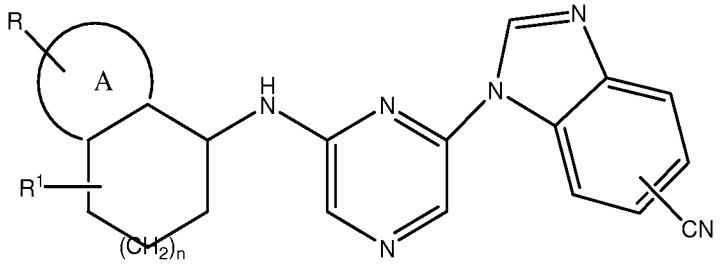
14. (currently amended): The compound of claim 1, wherein Y is 0 substituents and [[R2]] R^2 is $OCHF_2$, CN, C_{1-4} alkylOH, C_{1-4}alkylhetaryl, OC_{1-4} alkyl, ~~OC_{1-4}alkylNR3R4~~ $OC_{1-4}alkylNR^3R^4$, OC_{1-4}alkylhetaryl, or OC_{1-4} alkylOH.

15. (currently amended): The compound of claim 1, wherein **[[**R2**]]** $\underline{R^2}$ is CN.

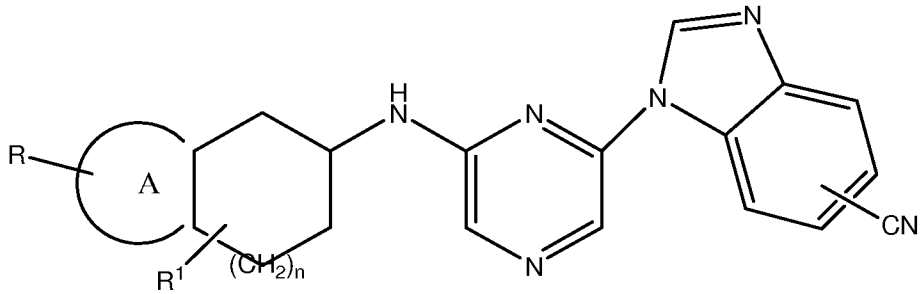
16. (currently amended): The compound of claim 1, wherein **[[**R1**]]** $\underline{R^1}$ forms a 5-8 membered ring onto the ortho position of ring A.

17. (previously presented): The compound of claim 16, wherein Q is CH and W is H.

18. (currently amended): A compound having the formula



or



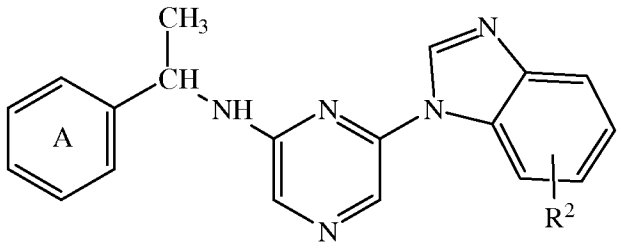
wherein A is phenyl;

n is 0 or 1;

R is H, OCH_3 or halo; and

[[R1**]]** $\underline{R^1}$ is H or CH_3.

19. (new): The compound of claim 1 which is the formula



wherein R^2 is 0-3 substituents independently selected from the group consisting of halogen, C_{1-4} alkyl, CF_3, OCF_3, $OCHF_2$, CN, aryl, hetaryl, C_{1-4} alkylOH, C_{1-4}alkylNR^3R^4, C_{1-4}alkylhetaryl, OC_{1-4} alkyl, OC_{1-4}alkylNR^3R^4, OC_{1-4}alkylhetaryl, OC_{1-4} alkylOH, CO_2R^3, $CONR^3R^4$, NR^3R^4, nitro, NR^3COR^4, $NR^5CONR^3R^4$, $NR^3SO_2R^4$, C_{1-4}alkylNR^3COR^4, C_{1-4}alkyl$NR^5CONR^3R^4$ and C_{1-4}alkyl$NR^3SO_2R^4$;

R^3, R^4 are each independently H, C_{1-4} alkyl, C_{1-4}alkylOH, C_{1-4}alkyl$NR^{19}R^{20}$, C_{1-4} alkyl cycloalkyl, C_{3-8} cyclohetalkyl, aryl, C_{1-4} alkylaryl, hetaryl, or C_{1-4} alkylhetaryl, or may be joined to form an optionally substituted 3-8 membered (saturated or unsaturated) ring optionally containing an atom selected from O, S and NR^6;

and R^5 is H, C_{1-4} alkyl, aryl or hetaryl;

R^6 is selected from the group consisting of H, C_{1-4} alkyl, C_{1-4}alkyl$NR^{19}R^{20}$, aryl, hetaryl, C_{1-4} alkyl aryl and C_{1-4} alkyl hetaryl;

R^{19}, R^{20} are each independently H or C_{1-4}alkyl;

and wherein ring A is optionally substituted with 0-3 substituents independently selected from the group consisting of halogen, C_{1-4} alkyl, CF_3, OCF_3, CN, NR^8R^9, aryl, hetaryl, C_{1-4}aryl, C_{1-4}hetaryl, C_{1-4} alkylNR^8R^9, OC_{1-4} alkylNR^8R^9, nitro, $NR^{10}C_{1-4}NR^8R^9$, NR^8COR^9, $NR^{10}CONR^8R^9$, $NR^8SO_2R^9$, $CONR^8R^9$ and CO_2R^8;

R^8 and R^9 are each independently H, C_{1-4} alkyl, aryl or together form an optionally substituted 4-8 membered ring which may contain a heteroatom selected from O, S and NR^{11};

R^{10} is H or C_{1-4} alkyl; and

R^{11} is H or C_{1-4} alkyl.